

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., et al.,)	Case No. 01-1139 (KJC)
)	
Reorganized Debtors.)	Objection Deadline: April 3, 2014 at 4:00 p.m.
)	Hearing: To Be Determined

**NOTICE OF FILING OF THIRD QUARTERLY INTERIM APPLICATION OF
ORRICK, HERRINGTON & SUTCLIFFE LLP,
BANKRUPTCY COUNSEL TO ROGER FRANKEL, ASBESTOS PI FUTURE
CLAIMANTS' REPRESENTATIVE, FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD
OCTOBER 1, 2013 THROUGH DECEMBER 31, 2013**

TO: (1) The Reorganized Debtors; (2) Counsel to the Reorganized Debtors; (3) The Office of the United States Trustee; (4) Counsel to the Official Committee of Unsecured Creditors; (5) Counsel to the Asbestos Personal Injury Claimants; (6) Counsel to the Official Committee of Asbestos Property Damage Claimants; (7) Counsel to the Official Committee of Equity Holders; (8) Counsel to the Debtors-in-Possession Lender; and (9) the Fee Auditor

Orrick, Herrington & Sutcliffe LLP, Bankruptcy Counsel to Roger Frankel, Asbestos PI Future Claimants' Representative (the "FCR"), has filed and served its Third Interim Application for Compensation for Services Rendered and Reimbursement of Expenses as counsel to the FCR for the time period October 1, 2013 through December 31, 2013, seeking payment in the amount of \$334,783.50 in fees and \$7,959.95 in expenses for a total of \$342,743.45 (the "Application").

This Application is submitted pursuant to the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement for

Expenses for Professionals and Official Committee Members signed April 17, 2002, amending the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered May 3, 2001 (collectively, the "Administrative Order").

Objections or responses to the Application, if any, must be made in writing and filed with the United States Bankruptcy Court for the District of Delaware, Marine Midland Plaza, 824 Market Street, Fifth Floor, Wilmington, DE 19801, on or before **April 3, 2014 at 4:00 p.m.**

At the same time you must also serve a copy of the objections or responses, if any, upon the following: (i) co-counsel for the FCR, Debra L. Felder, Esquire, Orrick, Herrington & Sutcliffe LLP, 1152 15th Street, NW, Washington, DC 20005, Richard H. Wyron, Esquire, Frankel Wyron LLP, 2101 L Street, N.W., Suite 800, Washington, DC 20037 and John C. Phillips, Esquire, Phillips, Goldman & Spence, P.A., 1200 North Broom Street, Wilmington, DE 19806; (ii) co-counsel for the Reorganized Debtors, John Donley, Esquire, and Adam Paul, Esquire, Kirkland & Ellis, LLP, 300 North LaSalle, Chicago, IL 60654 and Laura Davis Jones, Esquire, Pachulski Stang Ziehl & Jones LLP, 919 North Market Street, Suite 1600, P.O. Box 8705, Wilmington, DE 19899-8705; (iii) co-counsel to the Official Committee of Unsecured Creditors, Kenneth Pasquale, Esquire, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038-4982 and Michael R. Lastowski, Esquire, Duane Morris, LLP, 222 Delaware Avenue, Suite 1600, Wilmington, DE 19801; (iv) co-counsel to the Official Committee of Asbestos Property Damage Claimants, Scott L. Baena, Esquire, Bilzin, Sumberg, Baena, Price & Axelrod, Bilzin, Sumberg, Baena, Price & Axelrod, 1450 Brickell Avenue, 23rd Floor, Miami, FL 33131-3456 and Michael B. Joseph, Esquire, Ferry & Joseph, P.A., 824 Market Street, Suite 904, P.O. Box 1351, Wilmington, DE 19899; (v) co-counsel to the Official Committee of

Asbestos Personal Injury Claimants, Elihu Inselbuch, Esquire, Rita C. Tobin, Esquire, Caplin & Drysdale, Chartered, 600 Lexington Avenue, 21st Floor, New York, NY 10022-6000 and Marla R. Eskin, Esquire, Mark T. Hurford, Esquire, Kathleen Campbell Davis, Esquire, Campbell & Levine, LLC, 222 Delaware Avenue, Suite 1620, Wilmington, DE 19801; (vi) co-counsel to the DIP Lender, J. Douglas Bacon, Esquire, Latham & Watkins, Sears Tower, Suite 5800, Chicago, IL 60606 and Neil B. Glassman, Esquire, The Bayard Firm, 222 Delaware Avenue, Suite 900, P.O. Box 25130, Wilmington, DE 19899; (vii) counsel to the Official Committee of Equity Holders, Thomas Moers Mayer, Esquire, Kramer Levin Naftalis & Frankel LLP, 919 Third Avenue, New York, NY 10022; (viii) the Office of the United States Trustee, ATTN: Richard Schepacarter, Esquire, 844 N. King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801; and (ix) the Fee Auditor, Warren H. Smith, Warren H. Smith and Associates, Republic Center, 325 N. St. Paul, Suite 1250, Dallas, TX 75201.

A HEARING WILL BE HELD BEFORE THE HONORABLE KEVIN J. CAREY AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, FIFTH FLOOR, COURTROOM 5, WILMINGTON, DELAWARE, 19801 ON A DATE AND TIME TO BE DETERMINED.

Any questions regarding this Notice or attachments may be directed to undersigned counsel.

ORRICK, HERRINGTON & SUTCLIFFE LLP

By: */S/ DEBRA L. FELDER*

Debra L. Felder, admitted *pro hac vice*
Columbia Center
1152 15th Street, N.W.
Washington, DC 20005-1706
(202) 339-8400
(202) 339-8500 (fax)

FRANKEL WYRON LLP

Richard H. Wyron
2101 L Street, N.W., Suite 800
Washington, DC 20037
(202) 903-0700

PHILLIPS, GOLDMAN & SPENCE, P.A.

John C. Phillips, Jr. (#110)
1200 North Broom Street
Wilmington, DE 19806
(302) 655-4200
(302) 655-4210 (fax)

*Co-Counsel to Roger Frankel, Asbestos PI
Future Claimants' Representative*

Dated: March 14, 2014